

Hearing Date: June 18, 2012 at 10:00 a.m. (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
-----)

**NOTICE OF FILING OF AMENDED PROPOSED FINAL ORDER UNDER SECTIONS
105(a), 363, 364, 503(b), 1107(a), AND 1108 OF THE BANKRUPTCY CODE
AUTHORIZING THE DEBTORS TO (I) PROCESS AND WHERE APPLICABLE FUND
PREPETITION MORTGAGE LOAN COMMITMENTS, (II) CONTINUE
BROKERAGE, ORIGATION AND SALE ACTIVITIES RELATED TO LOAN
SECURITIZATION, (III) CONTINUE TO PERFORM, AND INCUR POSTPETITION
SECURED INDEBTEDNESS, UNDER THE MORTGAGE LOAN PURCHASE AND
SALE AGREEMENT WITH ALLY BANK AND RELATED AGREEMENTS,
(IV) PAY CERTAIN PREPETITION AMOUNTS DUE TO CRITICAL
ORIGATION VENDORS, AND (V) CONTINUE HONORING MORTGAGE
LOAN REPURCHASE OBLIGATIONS ARISING IN CONNECTION WITH LOAN
SALES AND SERVICING, EACH IN THE ORDINARY COURSE OF BUSINESS**

PLEASE TAKE NOTICE that Residential Capital, LLC (“ResCap”) files the attached
amended proposed Final Order Under Sections 105(a), 363, 364, 503(b), 1107(a), And 1108 Of
The Bankruptcy Code Authorizing The Debtors To (I) Process And Where Applicable Fund

Prepetition Mortgage Loan Commitments, (II) Continue Brokerage, Origination And Sale Activities Related To Loan Securitization, (III) Continue To Perform, And Incur Postpetition Secured Indebtedness, Under The Mortgage Loan Purchase And Sale Agreement With Ally Bank And Related Agreements, (IV) Pay Certain Prepetition Amounts Due To Critical Origination Vendors, And (V) Continue Honoring Mortgage Loan Repurchase Obligations Arising In Connection With Loan Sales And Servicing, Each In The Ordinary Course Of Business (the “Proposed Order”)¹, attached hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Proposed Order will take place on **June 18, 2012 at 10:00 a.m. (prevailing Eastern Time)** before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501.

PLEASE TAKE FURTHER NOTICE THAT a copy of the Motion and Proposed Order may be obtained via PACER at <http://www.nysb.uscourts.gov> or from the Debtors’ restructuring website at www.kccllc.net/rescap.

¹ On May 14, 2012, the Debtors filed the *Debtors’ Motion for Interim and Final Orders Under Sections 105(a), 363, 364, 503(b), 1107(a), and 1108 of the Bankruptcy Code Authorizing the Debtors to (I) Process and Where Applicable Fund Prepetition Mortgage Loan Commitments, (II) Continue Brokerage, Origination and Sale Activities Related to Loan Securitization, (III) Continue to Perform, and Incur Postpetition Secured Indebtedness, Under the Mortgage Loan Purchase and Sale Agreement With Ally Bank and Related Agreements, (IV) Pay Certain Prepetition Amounts Due to Critical Origination Vendors, and (V) Continue Honoring Mortgage Loan Repurchase Obligations Arising in Connection With Loan Sales and Servicing, Each in the Ordinary Course of Business* [Docket No. 44] (the “Motion”). An interim order granting the relief requested therein was entered on May 15, 2012 [Docket No. 81]. Attached to the Motion was a proposed order approving the relief requested in the Motion on a final basis (the “Final Order”). The Debtors have amended the Final Order, which is reflected in the Proposed Order. An electronic comparison of the Proposed Order to the Final Order is attached hereto as Exhibit 2.

Dated: June 15, 2012
New York, New York

/s/ Darren M. Nashelsky

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